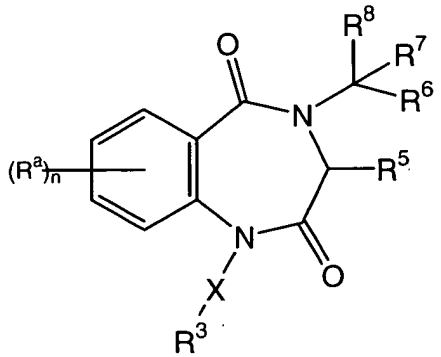
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound of Formula ***II***:



II

~~or a solvate, hydrate~~ or a pharmaceutically acceptable salt thereof; wherein:

each instance of R^a is independently halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cyano, C_{3-8} cycloalkyl, hydroxy, C_{1-6} alkoxy, carboxy, (C_{1-6} alkoxy)carbonyl, C_{1-6} acyl, carbamoyl, (C_{1-6} alkyl)aminocarbonyl, alkylthio, amino or nitro;

n is 0; or n is 1 and R^a occurs at the 7- or 8-position; or n is 2 and R^a occurs at the 7- and 8-positions;

X is a bivalent radical of: a C_{1-6} alkane, an optionally-substituted C_{6-10} arene, an optionally-substituted 5- to 7-membered heteroarene wherein 1 or 2 ring atoms are heteroatoms, an optionally-substituted (C_{6-10} aryl)C_{1-6} alkane, or an optionally-substituted heteroaryl(C_{1-6}) alkane in which the heteroaryl portion contains 5 to 7 ring atoms and wherein 1 or 2 of the ring atoms are heteroatoms;

R^3 is $-CO_2R^d$ or $-CO_2M$, where R^d is hydrogen, C_{1-6} alkyl or optionally-substituted C_{3-8} cycloalkyl, and M is a cation;

R^5 is C_{3-8} cycloalkyl, C_{6-10} aryl, 5- to 7-membered heteroaryl wherein 1 or 2 of the ring atoms are heteroatoms, (C_{3-8} cycloalkyl)alkyl, (C_{6-10} aryl)alkyl, (heteroaryl)alkyl in which the heteroaryl portion contains 5 to 7 ring atoms and wherein 1 or 2 of the ring atoms are heteroatoms, or 5- to 7-membered saturated or partially unsaturated heterocycle wherein 1 or 2 of the ring atoms are heteroatoms, in which each of the preceding groups is optionally substituted;

R^6 is C_{3-8} cycloalkyl, C_{6-10} aryl, 5- to 7-membered heteroaryl wherein 1 or 2 of the ring atoms are heteroatoms, (C_{3-8} cycloalkyl)alkyl, (C_{6-10} aryl)alkyl, (heteroaryl)alkyl in which the heteroaryl portion contains 5 to 7 ring atoms and wherein 1 or 2 of the ring atoms are heteroatoms, or 5- to 7-membered saturated or partially unsaturated heterocycle wherein 1 or 2 of the ring atoms are heteroatoms, in which each of the preceding groups is optionally substituted;

R^7 is hydrogen, C_{1-6} alkyl, C_{3-8} cycloalkyl or (C_{3-8} cycloalkyl)alkyl; and

R^8 is hydrogen or C_{1-6} alkyl.

2. (Original) The compound according to claim 1, wherein R^a is halo, C_{2-6} alkynyl, carboxy, (C_{1-6} alkoxy)carbonyl, C_{1-6} acyl or carbamoyl.

3. (Original) The compound according to claim 1, wherein R^a is iodo, bromo, propynyl, chloro, ethynyl, acetyl, methoxycarbonyl, carboxy or carbamoyl.

4. (Original) The compound according to claim 1, wherein R^a is iodo.

5. (Original) The compound according to claim 1, wherein n is 1.

6. (Original) The compound according to claim 1, wherein X is a bivalent radical of: a C_{1-6} alkane, optionally-substituted benzene, optionally-substituted furan, optionally-substituted thiophene or optionally-substituted pyrrole.

7. (Original) The compound according to claim 1, wherein X is a bivalent radical of: methane, ethane, *n*-propane, *n*-butane, *n*-pentane, *n*-hexane, benzene or furan.

8. (Original) The compound according to claim 1, wherein X is a bivalent radical of *n*-butane.

9. (Original) The compound according to claim 1, wherein R^3 is $-CO_2R^d$ or $-CO_2M$, where R^d is hydrogen or C_{1-6} alkyl, and M is a cation.

10. (Original) The compound according to claim 1, wherein R^3 is $-CO_2R^d$, where R^d is hydrogen or C_{1-4} alkyl.

11. (Original) The compound according to claim 1, wherein R^3 is -COOH.

12. (Original) The compound according to claim 1, wherein R^5 is optionally-substituted phenyl.

13. (Original) The compound according to claim 1, wherein R^5 is phenyl substituted once in the 4-position or twice in the 3- and 4-positions, wherein each occurrence of substitution is independently selected from the group consisting of halo, trifluoromethyl, trifluoromethoxy, nitro and amino.

14. (Original) The compound according to claim 1, wherein R^5 is 4-chlorophenyl, 4-trifluoromethylphenyl, 4-trifluoromethoxyphenyl, 4-chloro-3-nitrophenyl, 3-amino-4-chlorophenyl or 3-bromophenyl.

15. (Original) The compound according to claim 1, wherein R^5 is 4-chlorophenyl.

16. (Original) The compound according to claim 1, wherein R^6 is optionally-substituted phenyl, optionally-substituted benzyl, optionally-substituted pyridyl or optionally-substituted naphthyl.

17. (Original) The compound according to claim 1, wherein R^6 is optionally-substituted phenyl.

18. (Original) The compound according to claim 1, wherein R^6 is phenyl optionally substituted once in the *p*-position or twice in the *m*- and *p*-positions, or twice at the *o*- and *p*-positions, wherein each occurrence of substitution is independently selected from the group consisting of halo, nitro and amino.

19. (Original) The compound according to claim 1, wherein R^6 is phenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 3-amino-4-chlorophenyl, 2-amino-4-chlorophenyl, 2-amino-4-chloro-5-fluorophenyl or 4-chloro-3-nitrophenyl.

20. (Original) The compound according to claim 1, wherein R^6 is 2-amino-4-chlorophenyl.

21. (Original) The compound according to claim 1, wherein R^7 is hydrogen, C_{1-6} alkyl or C_{3-6} cycloalkyl.

22. (Original) The compound according to claim 1, wherein R^7 is hydrogen, methyl and cyclopropyl.

23. (Original) The compound according to claim 1, wherein R^7 is methyl.

24. (Original) The compound according to claim 1, wherein R^8 is hydrogen, methyl or ethyl.

25. (Original) The compound according to claim 1, wherein R^8 is hydrogen.

26. (Original) The compound according to claim 1, wherein:

each instance of R^a is independently halo, C_{2-6} alkynyl, carboxy, (C_{1-6} alkoxy)carbonyl, C_{1-6} acyl or carbamoyl;

n is 1 and R^a occurs at the 7-position; or n is 2 and R^a occurs at the 7- and 8-positions;

X is a bivalent radical of a C_{1-6} alkane, optionally-substituted benzene, optionally-substituted furan, optionally-substituted thiophene, optionally-substituted pyrrole or optionally-substituted pyridine;

R^3 is $-CO_2R^d$ or $-CO_2M$, where R^d is hydrogen or C_{1-6} alkyl, and M is a cation;

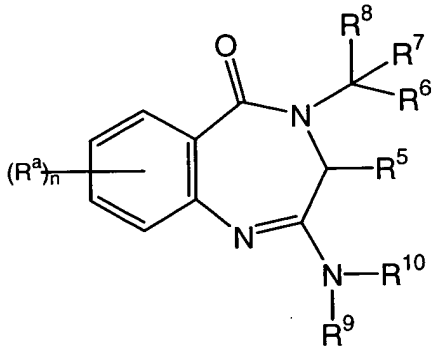
R^5 is optionally-substituted phenyl;

R^6 is optionally-substituted phenyl, optionally-substituted benzyl, optionally-substituted pyridyl or optionally-substituted naphthyl;

R^7 is hydrogen, C_{1-6} alkyl or C_{3-6} cycloalkyl; and

R^8 is hydrogen.

27. (Currently Amended) A compound of Formula ***III***:



III

~~or a solvate, hydrate~~ or a pharmaceutically acceptable salt thereof; wherein:

each instance of R^a is independently halo, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, cyano, C_{3-8} cycloalkyl, hydroxy, C_{1-6} alkoxy, carboxy, (C_{1-6} alkoxy)carbonyl, C_{1-6} acyl, carbamoyl, (C_{1-6} alkyl)aminocarbonyl, amino, alkylthio or nitro;

n is 0; or n is 1 and R^a occurs at the 7- or 8-position; or n is 2 and R^a occurs at the 7- and 8-positions;

R^5 is C_{3-8} cycloalkyl, C_{6-10} aryl, 5- to 7-membered heteroaryl wherein 1 or 2 of the ring atoms are heteroatoms, (C_{3-8} cycloalkyl)alkyl, (C_{6-10} aryl)alkyl, (heteroaryl)alkyl in which the heteroaryl portion contains 5 to 7 ring atoms and wherein 1 or 2 of the ring atoms are heteroatoms, or 5- to 7-membered saturated or partially unsaturated heterocycle wherein 1 or 2 of the ring atoms are heteroatoms, in which each of the preceding groups is optionally substituted;

R^6 is C_{3-8} cycloalkyl, C_{6-10} aryl, 5- to 7-membered heteroaryl wherein 1 or 2 of the ring atoms are heteroatoms, (C_{3-8} cycloalkyl)alkyl, (C_{6-10} aryl)alkyl, (heteroaryl)alkyl in which the heteroaryl portion contains 5 to 7 ring atoms and wherein 1 or 2 of the ring atoms are heteroatoms, or 5- to 7-membered saturated or partially unsaturated heterocycle wherein 1 or 2 of the ring atoms are heteroatoms, in which each of the preceding groups is optionally substituted;

R^7 is hydrogen, C_{1-6} alkyl, C_{3-8} cycloalkyl or (C_{3-8} cycloalkyl)alkyl;

R^8 is hydrogen or C_{1-6} alkyl;

R^9 is hydrogen, C_{1-6} alkyl, C_{3-6} cycloalkyl, hydroxy(C_{1-6}) alkyl, amino(C_{1-6}) alkyl, carboxy(C_{1-6}) alkyl, (C_{1-6} alkoxy)carbonyl, (C_{1-6} alkoxy)carbonyl(C_{1-6}) alkyl, carbamoyl, carbamoyl(C_{1-6}) alkyl, (C_{1-6} alkylamino)carbonyl or (C_{1-6} alkylamino)carbonyl(C_{1-6}) alkyl; and

R^{10} is hydrogen or C_{1-6} alkyl.

28. (Original) The compound according to claim 27, wherein R^a is halo, C_{2-6} alkynyl, carboxy, (C_{1-6} alkoxy)carbonyl, C_{1-6} acyl or carbamoyl.

29. (Original) The compound according to claim 27, wherein R^a is iodo, bromo, chloro, ethynyl, propynyl, acetyl, methoxycarbonyl, carboxy or carbamoyl.

30. (Original) The compound according to claim 27, wherein R^a is iodo.

31. (Original) The compound according to claim 27, wherein n is 1.

32. (Original) The compound according to claim 27, wherein R^5 is optionally-substituted phenyl.

33. (Original) The compound according to claim 27, wherein R^5 is phenyl substituted once in the 4-position or twice in the 3- and 4-positions, wherein each occurrence of substitution is independently selected from the group consisting of halo, trifluoromethyl, trifluoromethoxy, nitro and amino.

34. (Original) The compound according to claim 27, wherein R^5 is 4-chlorophenyl, 4-trifluoromethylphenyl, 4-trifluoromethoxyphenyl, 4-chloro-3-nitrophenyl, 3-amino-4-chlorophenyl or 3-bromophenyl.

35. (Original) The compound according to claim 27, wherein R^5 is 4-chlorophenyl.

36. (Original) The compound according to claim 27, wherein R^6 is optionally-substituted phenyl, optionally-substituted benzyl, optionally-substituted pyryidyl or optionally-substituted naphthyl.

37. (Original) The compound according to claim 27, wherein R^6 is optionally-substituted phenyl.

38. (Original) The compound according to claim 27, wherein R^6 is phenyl optionally substituted once in the *p*-position or twice in the *m*- and *p*-positions, or twice at the *o*- and *p*-position, wherein each occurrence of substitution is independently selected from the group consisting of halo, nitro and amino.

39. (Original) The compound according to claim 27, wherein R^6 is phenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 2-amino-4-chlorophenyl, 2-amino-4-chloro-5-fluorophenyl, 3-amino-4-chlorophenyl or 4-chloro-3-nitrophenyl.

40. (Original) The compound according to claim 27, wherein R^6 is 2-amino-4-chlorophenyl.

41. (Original) The compound according to claim 27, wherein R^7 is hydrogen, C_{1-6} alkyl or C_{3-6} cycloalkyl.

42. (Original) The compound according to claim 27, wherein R^7 is hydrogen, methyl and cyclopropyl.

43. (Original) The compound according to claim 27, wherein R^7 is methyl.

44. (Original) The compound according to claim 27, wherein R^8 is hydrogen, methyl or ethyl.

45. (Original) The compound according to claim 27, wherein R^8 is hydrogen.

46. (Original) The compound according to claim 27, wherein R^9 is hydrogen, C_{1-6} alkyl, hydroxy(C_{1-6}) alkyl, amino(C_{1-6}) alkyl or carbamoyl(C_{1-6}) alkyl.

47. (Original) The compound according to claim 27, wherein R^9 is hydrogen, methyl, 2-hydroxyethyl, 3-hydroxypropyl, 2-aminoethyl, carbamoylmethyl or carbamoylethyl.

48. (Original) The compound according to claim 27, wherein R^{10} is hydrogen or C_{1-6} alkyl.

49. (Original) The compound according to claim 27, wherein R^{10} is hydrogen, methyl or ethyl.

50. (Original) The compound according to claim 27, wherein R^{10} is hydrogen.

51. (Original) The compound according to claim 27, wherein:

each instance of R^a is independently halo, C_{2-6} alkynyl, carboxy, (C_{1-6} alkoxy)carbonyl, C_{1-6} acyl or carbamoyl;

n is 1 and R^a occurs at the 7-position; or n is 2 and R^a occurs at the 7- and 8-positions;

R^5 is optionally-substituted phenyl;

R^6 is optionally-substituted phenyl, optionally-substituted benzyl, optionally-substituted pyridyl or optionally-substituted naphthyl;

R^7 is hydrogen, C_{1-6} alkyl or C_{3-6} cycloalkyl;

R^8 is hydrogen;

R^9 is hydrogen, C_{1-6} alkyl, hydroxy(C_{1-6}) alkyl, amino(C_{1-6}) alkyl or carbamoyl(C_{1-6}) alkyl; and

R^{10} is hydrogen.

52. (Original) The compound according claim 1, wherein said compound is selected from the group consisting of:

a. 4-(2-Amino-4-chlorobenzyl)-3-(4-chlorophenyl)-7-iodo-3,4-dihydro-1*H*-benzo[e][1,4]diazepine-2,5-dione;

b. 1,3-Dihydro-4-[1-(2-amino-4-chlorophenyl)ethyl]-3-(4-chlorophenyl)-7-iodo-1,4-benzodiazepine-2,5-dione;

c. 4-[1-(2-Amino-4-chlorophenyl)ethyl]-3-(4-chlorophenyl)-7-iodo-1-[2-(4-morpholino)ethyl]-1,4-benzodiazepine-2,5-dione;

d. (3S)-4-[(R)-1-(2-Amino-4-chlorophenyl)ethyl]-3-(4-chlorophenyl)-1-[2-(2-methoxyethoxy)ethyl]- 7-(propyn-1-yl)-1,4-benzodiazepine-2,5-dione hydrochloride;

e. (3S)-4-[(R)-1-(2-Amino-4-chlorophenyl)ethyl]-3-(4-chlorophenyl)-1-[2-(4-morpholino)ethyl]-7-(propyn-1-yl)-1,4-benzodiazepine-2,5-dione hydrochloride;

f. 4-[1-(2-Amino-4-chlorophenyl)ethyl]-3-(4-chlorophenyl)-7-iodo-2,3-dihydro-1H-1,4-benzodiazepin-5-one;

g. 4-[(R)-1-(2-amino-4-chlorophenyl)ethyl]-(3S)-3-(4-chlorophenyl)-7-iodo-1-[2-(2-methoxyethoxy)ethyl]-1,4-benzodiazepine-2,5-dione;

h. (3S)-4-[(R)-1-(2-Amino-4-chlorophenyl)ethyl]-3-(4-chlorophenyl)-7-iodo-1-[2-(4-morpholino)ethyl]-1,4-benzodiazepine-2,5-dione;

i. 4-[(*R*)-1-(2-Amino-4-chlorophenyl)-ethyl]-(3*S*)-3-(4-chloro-phenyl)-7-iodo-1-[3-(4-methyl-piperazin-1-yl)-propyl]-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione; and

j. 5-{(3*S*)-3-(4-Chlorophenyl)-4-[(*R*)-1-(4-chlorophenyl)-ethyl]-7-iodo-2,5-dioxo-2,3,4,5-tetrahydro-benzo[e][1,4]diazepin-1-yl}-pentanoic acid;

and pharmaceutically acceptable salts thereof.

53. (Original) The compound according to claim 52, wherein said compound is selected from the group consisting of:

e. (3S)-4-[(R)-1-(2-Amino-4-chlorophenyl)ethyl]-3-(4-chlorophenyl)-1-[2-(4-morpholino)ethyl]-7-(propyn-1-yl)-1,4-benzodiazepine-2,5-dione hydrochloride;

g. 4-[(R)-1-(2-amino-4-chlorophenyl)ethyl]-(3S)-3-(4-chlorophenyl)-7-iodo-1-[2-(2-methoxyethoxy)ethyl]-1,4-benzodiazepine-2,5-dione;

h. (3S)-4-[(R)-1-(2-Amino-4-chlorophenyl)ethyl]-3-(4-chlorophenyl)-7-iodo-1-[2-(4-morpholino)ethyl]-1,4-benzodiazepine-2,5-dione;

i. 4-[(*R*)-1-(2-Amino-4-chlorophenyl)-ethyl]-(3*S*)-3-(4-chloro-phenyl)-7-iodo-1-[3-(4-methyl-piperazin-1-yl)-propyl]-3,4-dihydro-1H-benzo[e][1,4]diazepine-2,5-dione; and

j. 5-{(3*S*)-3-(4-Chlorophenyl)-4-[(*R*)-1-(4-chlorophenyl)-ethyl]-7-iodo-2,5-dioxo-2,3,4,5-tetrahydro-benzo[e][1,4]diazepin-1-yl}-pentanoic acid

and pharmaceutically-acceptable salts thereof.

54. (Original) The compound according to claim 1, in the form of a hydrochloride, acetate, trifluoroacetate or fumarate salt.

55. (Currently Amended) A pharmaceutical composition, comprising:

(a) a compound of claim 1, or a salt, ~~hydrate~~ or prodrug thereof; and

(b) one or more pharmaceutically-acceptable excipients.

56. (Original) The composition of claim 55, wherein the composition is sterile.

57. (Original) The composition of claim 55, further comprising:

(c) at least one additional substance selected from the group consisting of synergists, stabilizing substances, antineoplastic agents, anticancer agents, and cytostatic agents.

58. (Original) The composition of claim 55, wherein said compound is present in an amount between about 0.5 and about 100 milligrams.

59. (Original) The composition of claim 55, suitable for administration by a subcutaneous, intravenous, intramuscular, intraperitoneal, buccal, or ocular route, rectally, parenterally, instrasystemically, intravaginally, topically, orally, or as an oral or nasal spray.

60. (Original) The composition of claim 55, suitable for parenteral administration, wherein said compound is present in an amount between about 0.5 and about 100 milligrams.

61. (Original) The composition of claim 55, suitable for parenteral administration, wherein said compound is present in an amount between about 0.5 and about 10 milligrams.

62. (Original) The composition of claim 55, suitable for oral administration, wherein said compound is present in an amount between about 0.5 and about 100 milligrams.

63. (Original) The composition of claim 55, suitable for oral administration, wherein said compound is present in an amount between about 25 and about 100 milligrams.

64. (Currently Amended) A method of inhibiting the binding of p53 to a protein encoded by hdm2, comprising

contacting p53 or one or more proteins encoded by hdm2, with one or more compounds of claim 1, or a salt~~, hydrate~~ or prodrug thereof.

65. (Original) A method of treating a condition that results from the inhibition of one or more functions of a cellular protein that induces apoptosis, induces cellular death, or regulates the cell cycle by an HDM2 protein, comprising administering to a patient in need of such treatment a pharmaceutically-effective amount of a compound of claim 1.

66. (Currently Amended) A method of inducing apoptosis, comprising

contacting an animal with a composition comprising a pharmaceutically-effective amount of at least one compound of claim 1, or a salt~~, hydrate~~ or prodrug thereof.

67. (Original) The method according to claim 66, wherein said composition further comprises at least one pharmaceutically-acceptable excipient.

68. (Original) A method of preventing or treating cancer or a condition that results from the uncontrolled proliferation of cells, comprising

contacting an animal with (a) a composition comprising a pharmaceutically-effective amount of an antineoplastic agent, and (b) a compound of claim 1.

69. (Original) The method of claim 68, wherein said cancer or condition is selected from the group consisting of breast cancer, ovarian cancer, cervical carcinoma, endometrial carcinoma, choriocarcinoma, soft tissue sarcomas, osteosarcomas, rhabdomyosarcomas, leiomyomas, leiomyosarcomas, head and neck cancers, lung and bronchogenic carcinomas, brain tumors, neuroblastomas, esophogeal cancer, colorectal adenocarcinomas, bladder cancer, urothelial cancers, leukemia, lymphoma, malignant melanomas, oral squamous carcinoma, hepatoblastoma, glioblastoma, astrocytoma, medulloblastoma, Ewing's sarcoma, lipoma, liposarcoma, malignant fibroblast histoma, malignant Schwannoma, testicular cancers, thyroid cancers, Wilms' tumor, pancreatic

cancers, colorectal adenocarcinoma, tongue carcinoma, gastric carcinoma, and nasopharyngeal cancers.

70. (Original) The method of claim 68, wherein said cancer or condition is selected from the group consisting of breast cancer, choriocarcinoma, soft tissue sarcomas, osteosarcomas, rhabdomyosarcomas, lipoma and liposarcoma.

71. (Original) A method of treating an inflammatory condition, comprising administering to a patient in need of such treatment a pharmaceutically-effective amount of a compound of claim 1.

72. (Original) A method of treating an autoimmune disease or condition, comprising administering to a patient in need of such treatment a pharmaceutically-effective amount of a compound of claim 1.

73. (Original) The method of claim 72, wherein said autoimmune disease or condition is selected from the group consisting of Hashimoto's thyroiditis, Grave's disease, multiple sclerosis, pernicious anemia, Addison's disease, insulin-dependent diabetes mellitus, rheumatoid arthritis, systemic lupus erythematosus (SLE or lupus), and dermatomyositis, Crohn's disease, Wegener's granulomatosis, Anti-Glomerular Basement Membrane Disease, Antiphospholipid Syndrome, Dermatitis Herpetiformis, Allergic Encephalomyelitis, Glomerulonephritis, Membranous Glomerulonephritis, Goodpasture Syndrome, Lambert-Eaton, Myasthenic Syndrome, Myasthenia Gravis, Bullous Pemphigoid, Polyendocrinopathies, Reiter's Disease and Stiff-Man Syndrome.

74. (Original) The method of claim 72, wherein said autoimmune disease or condition is rheumatoid arthritis or systemic lupus erythematosus.

75. (Original) The method according to claim 64, wherein said effective amount is between about 1.0 and about 100 milligrams per kilogram per day.